

**MINUTES OF THE MEETING OF THE
UNIFORM COMMERCIAL CODE COMMITTEE
OF THE STATE BAR OF CALIFORNIA**

September 20, 2005
9:30 a.m. to 11:45 a.m.
Offices of Morrison & Foerster, LLP
Los Angeles, San Francisco, San Diego

The September 20, 2005 meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 9:30 a.m. with Arnie Rosenberg and Paul Barkes presiding.

A. ADMINISTRATIVE MATTERS.

1. Executive Committee Liaison Update. Pauline Stevens provided the Committee with an update from the Executive Committee and discussed that the priority for the coming year will be outreach to the constituency of the Business Law Section and also to increase diversity in Committee membership.

2. Roll Call. Members of the Committee in attendance announced themselves and Arnie Rosenberg recorded attendance. The following Committee Members were present: Paul Barkes, Arnie Rosenberg, James Cochran, Barry Dubin, Robert Anderson, Edward Christian, Francis Ferrer, Barry Graynor, James Hayes, David Isenberg, Doug Krause, Hugh Lawrence, Jean Le Blanc, John Oehmke, Brenda Ruttenberg, Konrad Schreier, Wansun Song, Margreta Sundelin, and Demetria Vong-Spillan. The following Committee Members were absent: Harry Sigman, Kathleen Rothman, Audrey Sung, Kevin Cops, Stacy Hopkins, and Troy Zander

3. New Members. Arnie Rosenberg introduced the new members of the Committee: Edward P. Christian, Kevin C. Cops, Stacy M. Hopkins, David Isenberg, John Oehmke, Kathleen D. Rothman, Wansun Song, Margreta M. Sundelin, Demetria Vong-Spillan, and Troy Zander.

4. Approval of August 8, 2005 Meeting Minutes. The minutes of the Committee meeting on August 8, 2005 were not available and therefore the review and approval of those minutes was deferred until the October meeting.

5. Future Meeting Dates / Locations. The Committee established Tuesday, October 11, at 9:30 a.m., Tuesday, November 8, at 10:30 a.m., and Tuesday, December 13, at 9:30 a.m., as the dates for the meetings for the remainder of the calendar year 2005. The October meeting and the December meeting will be video conference meetings to be held at the offices of Pillsbury Winthrop and the November 8 meeting will be an in person meeting to be held at a site to be determined, in Oakland or San Francisco.

The Committee agreed that meetings will generally be on the second Tuesday of each month.

6. Solicitation for New Members. Arnie Rosenberg advised that two vacancies existed on the Committee and asked for submissions of potential candidates for the Committee.

B. SUBCOMMITTEE REPORTS.

1. **Report of the Uniform Certificate of Title Act Subcommittee.** The Subcommittee reported that the NCCUSL draft is final and has been distributed to members of the Committee. The Subcommittee intends to prepare a memorandum outlining the Committee's position on various issues for reference when UCOTA is ultimately submitted to the California legislature. The draft of this memorandum should be distributed approximately one week before the November meeting. John Dehmke and David Isenberg agreed to serve on this Subcommittee.

2. **Report of the Hidden Lien Subcommittee.** Bob Anderson updated the Committee of the status of the Hidden Lien Subcommittee report. At the present time, there are approximately 45 liens to be evaluated for inclusion in this report and Bob Anderson will assign three of those liens to each of the new members of the Committee, and one additional lien to each other Committee member.

3. **Report of Control Agreement for Deposit Accounts Subcommittee.** Doug Krause reported that the ABA Task Force had prepared a new draft of the model Deposit Account Control Agreement. The Subcommittee was authorized to prepare a comment letter on this draft to be completed prior to the September 29, 2005 meeting of the ABA Task Force.

4. **Report of Foreign Filing Subcommittee.** Arnie Rosenberg provided the status as to the review of the foreign filing systems. Ed Christian, Margreta Sundelin and Wansun Song agreed to serve on this Subcommittee.

5. **Report of Electronic Filing System Subcommittee.** Vasco Morais gave a report on the status of this Subcommittee, and Vasco has agreed to continue to work on this project with Harry Sigman until it has been completed.

6. **Report of Website Development and E-Communications Committee.** Jean LeBlanc discussed the status of the work of this Subcommittee and its goals. Barry Graynor and Margreta Sundelin agreed to serve on this Subcommittee.

7. **Report of Legislative Subcommittee.** Hugh Lawrence advised the Committee that the Subcommittee's review of proposed legislation during the past year did not reveal any significant legislation. Hugh Lawrence indicated that the Subcommittee intended to attempt to refine the search parameters in the belief that the searches conducted during the prior year have been overinclusive.

Jim Hayes, Demetria Vong-Spillan, Wansun Song, Brenda Ruttenberg, Barry Graynor and Barry Dubin agreed to serve on this Subcommittee.

8. **Report of Liaison Subcommittee.** Bob Anderson agreed to chair this Subcommittee and the existing members will remain on the Subcommittee. The following Committee members agreed to be liaisons with the following organizations:

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| a. | Jim Hayes | ABA Business Law Section UCC Committee |
| b. | John Oehmke | BLS Financial Institutions Committee; and |
| c. | Hugh Lawrence | California Bankers Association |

9. **Report of Article 2/2A Subcommittee.** Paul Barkes and Barry Graynor reported that the Committee program at the annual State Bar convention was well received. This Subcommittee has a draft report, but at the present time is waiting for further action, if any, by NCCUSL with respect to several proposed amendments. At the present time, prospects for the amendments to Article 2 and Article 2A are uncertain, and this Subcommittee will be on the "inactive" list.

10. **Report of E-Commerce Subcommittee.** There has not been any activity by this Subcommittee in recent months. Jim Hayes and Arnie Rosenberg agreed to chair this Subcommittee and Barry Graynor, John Oehmke and Demetria Vong-Spillan agreed to serve on the Subcommittee.

11. **Report of Publications and Programs Subcommittee.** Konrad Schreier advised the Committee that its publication quota had been met. Sandy Shippey has written an article and Jim Hayes will have an article on the Tribal Commercial Code in an upcoming issue of the Business Law News.

12. **Report of Uniform Foreign Judgments Subcommittee.** There was no report from this Subcommittee. Paul Barkes will follow up with Audrey Sung to determine status.

13. **Report of Model Tribal Commercial Code Subcommittee.** Jim Hayes advised that several tribes, including the Navajo tribe, have adopted the Model Tribal Commercial Code prepared by NCCUSL, and that the Subcommittee is preparing an article on this act. Ed Christian, Brenda Rutenberg and Bob Anderson agreed to serve on this Subcommittee.

C. MISCELLANEOUS MATTERS.

1. **Proposed Subcommittees.**

a. Arnie Rosenberg raised the possibility of a Subcommittee on Bank Accounts and after discussion, it was decided to defer action on the creation of this Subcommittee.

b. Paul Barkes discussed the means of providing information to the membership regarding cases of interest and other pending matters, and in order to implement this, the Committee created a new subcommittee, the E-Brief Subcommittee. Jim Conrad and Paul Barkes agreed to co-chair this Subcommittee and David Isenberg, Jim Hayes, Arnie Rosenberg and Wansun Song agreed to serve on this Subcommittee.

2. **Mission Statement.** Arnie Rosenberg discussed the need to revise the mission statement for the Committee. Arnie Rosenberg, Jim Hayes and Demetria Vong-Spillan agreed to draft a revised mission statement.

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The meeting was adjourned at approximately 11:45 a.m.